



RECORDATION NO. **17393-D** FILED

OCT 12 '01 2-53 PM

SURFACE TRANSPORTATION BOARD

September 18, 2001

Joseph Transportation Services, Inc.^{SUI}
a subsidiary of Joseph Transportation

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated as of July 27, 2001, between the following parties:

Assignor: Union Banc Leasing Corporation
C/o BTM Capital Corporation
125 Summer Street, 3rd Floor
Boston, MA 02110

Assignee: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (98) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated July 27, 2001 related to ninety eight (98) railcars bearing reporting marks CRLE 10300-10399, sporadic.

Please file this as a secondary document under the Recordation Number 17393-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 17393 and 17393-A. The filing fee for this document in the amount of \$28.00, is included in the enclosed check #16506. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

OCT 12 '01 2:53 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") is made and entered into as of July 27, 2001, by and between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee") and **UNION BANC LEASING CORPORATION**, a California Corporation ("Assignor").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 18, 1988, between Abitibi International, Inc., as Lessee, (successor in interest to Donohue, Inc.) as assigned by Champion International, and Greenbrier Railcar, Inc., as Lessor, as subsequently amendment by a Lease Amendment dated August 7, 1990, and as subsequently assigned to The David J. Joseph Company, as Lessor, on August 30, 1991, and as further subsequently assigned by The David J. Joseph Company to Union Banc Leasing Corporation, as Lessor, on May 6, 1992, for ninety-eight (98) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.
3. This Memorandum of Assignment Agreement shall be recorded with the Surface Transportation Board so as to record the assignment constituted by this Memorandum and shall bear Recordation Number 17393-B.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives on the date set forth above.

UNION BANC LEASING CORPORATION

**JOSEPH TRANSPORTATION
SERVICES, INC.**

By: James S. Mason

By: [Signature]

Name: JAMES S. MASON

Name: Kenneth W. Miller, Jr.

Title: VICE PRESIDENT

Title: Executive Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 27th day of July, 2001, before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kenneth W. Miller, Jr., to me personally known, who stated and acknowledged that he is the Executive Vice President of Joseph Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of July, 2001.

My commission expires:

February 20, 2006

(Notary Signature



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Massachusetts)
) SS:
COUNTY OF Suffolk)

On this 30th day of July, 2001, before me the subscriber,
Ellen F. Henry, a Notary Public, duly commissioned, qualified and acting,
within and for said County and State, appeared in person the within named
James S. Mason to me personally known, who stated and acknowledged that he/she is
the Vice President of Union Banc Leasing Corporation, a California corporation, and
duly authorized by authority of the Board of Directors or By-laws of said corporation in
his/her capacity as such officer to execute and acknowledge this document for and in the
name and on behalf of said corporation and further stated and acknowledged that he/she
has so signed, executed and delivered this document as the free and voluntary act and
deed of said corporation, for the consideration, uses and purposes therein mentioned and
set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
30th day of July, 2001.

Ellen F. Henry
(Notary Signature)

My commission expires:

Ellen F. Henry
NOTARY PUBLIC
My commission exp. January 17, 2003

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Ninety-eight (98) railcars bearing reporting marks as follows:

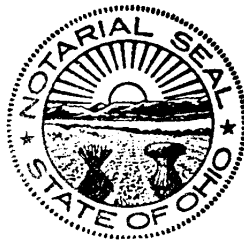
CRLE 10300-10399, sporadic

LEASE: Lease between Abitibi International, Inc., as Lessee, (successor in interest to Donohue, Inc.) as assigned by Champion International, and Greenbrier Railcar, Inc., as Lessor, dated January 18, 1988, and subsequently amended as of August 7, 1990, as subsequently assigned to The David J. Joseph Company, as Lessor, on August 30, 1991, and as further subsequently assigned by The David J. Joseph Company to Union Banc Leasing Corporation, as Lessor, on May 6, 1992.

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

